

C. L. "BUTCH" OTTER Governor

GAVIN M. GEE Director

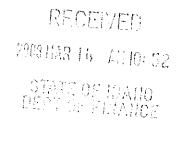
April 11, 2008
Re: Opinion regarding salesman registration
Dear Mr.
This is in response to your amended request for an opinion as to whether the solicitation of "Independent Financial Advisors" and others in gaining access to investors for investment in would require that you and the "Independent Financial Advisors" be registered as agents under the Idaho Uniform Securities Act (IUSA).
Salesman Registration
From your written request of March 11, 2008 and our subsequent meeting with you on April 9, 2008, it is our understanding that the term "Independent Financial Advisers" includes registered broker-dealer representatives, and registered investment advisers. You have also stated that it includes "others" that may have access to potential investors who are accredited.
It is our understanding that the "Independent Financial Advisers" will be compensated as follows: "4% of the stock in is to be set aside to be used and awarded to those individuals that are instrumental in successfully assisting in the capitalization efforts for individual compensation, your letter references that "This [the compensation program] is open to virtually any individual that may successfully assist in the individual capitalization initiative and is not solely restricted to Financial Advisors". You have also given those who view receiving compensation from as a conflict of interest the option to donate their compensation from to a charity of their choice.
Compensation is a critical element in determining the jurisdiction of the IUSA over the solicitation of investments. Section 30-14-402 (b) (3) of the IUSA provides an exemption from registration for:
"an individual who represents an issuer with respect to an offer or sale of the issuer's own securities or those of the issuer's parent or any of the issuer's subsidiaries, and who is not compensated in connection with the individual's participation by the payment of commissions or other remuneration based, directly or indirectly, on transactions in those securities."
During our meeting with you on April 9, 2008, you clarified that you will not receive compensation from whether directly or indirectly related to sales of securities. However, it is apparent that the "Independent Financial Advisors" will be compensated, although not entirely, if at all, with cash. All "Independent Financial Advisors" will also be compensated through "other remuneration" in the form of stock in Even though some may choose to donate their compensation to a charity, we view this as compensation unless the donation is not in the name of the "Independent Financial Advisor" and does not otherwise construe a benefit to this individual.

SECURITIES BUREAU

Bureau Chief - Marilyn T. Chastain 800 Park Boulevard, Suite 200, Boise, ID 83712 Mail To: P.O. Box 83720, Boise ID 83720-0031 Phone: (208) 332-8004 Fax: (208) 332-8099 http://finance.idaho.gov

In summary, it appears that you will not be compensated by for the sale of its securities and you will be soliciting investments through and from registered broker-dealer agents or investment advisers, and others that are not registered broker-dealer agents or investment advisers. In light of the above, it is our view that you, as an issuer agent, are not required to be registered as such under the IUSA.
It also appears that all of the "Independent Financial Advisors" will be compensated in the form of stock in or cash. It is our view that all compensated "Independent Financial Advisors" as you have defined, will be required to be registered under the IUSA as broker-dealers, agents, investment advisers, or issuer agents unless otherwise exempt under the IUSA.
Investor Qualification
Although other individuals that solicit or recommend the purchase of securities have an obligation to perform due diligence and qualify investors, please be aware that must ensure that all investors to whom it offers or sells securities are accredited investors as that term is defined under Regulation D of the Securities Act of 1933 and as set forth in your offering materials.
Our revised opinion regarding the above is based on the facts as represented by you during our meeting and in written correspondence. Should the facts in this matter change or prove to be different than what has been represented, our opinion may change as well.
If you have any questions regarding the above, please contact the undersigned.
Sincerely,
PATRICIA R. HIGHLEY Senior Securities Analyst Idaho Department of Finance





11 March 2008

Ms. Patricia Highley Senior Securities Analyst Idaho Department of Finance 800 Park Blvd. Suite 200 Boise, ID 83702

Suite 200
Boise, ID 83702
RE: Capitalization Initiative –
Patty,
I appreciate the generous time and attention extended to me when we met on March 4 to discuss the subject initiative. Your guidance and review is very welcome and invaluable.
Per your request, the following are the initiative details:
Background Information ¹
Early in January 2008, was established/registered in the state of Idaho as a "C" corporation. The filing and Articles of Incorporation were prepared by Mr. of the legal firm located in Boise, Idaho. The principal founders and executive officers of the company are; President & CEO, and COO.
A five member board of directors is to provide oversight governance of the company. The board is comprised as follows:
- executive management representative - executive management representative - legal expertise representative - industry expertise representative TBD - financial expertise representative
Articles of Incorporation, Term Sheet, and Equity Splits / Incentive for funding documents are provided as an accompaniment in the electronic transmission of this letter.

RE: Capital	ization Initiative –		
busine the cor Agreer	usiness basis of the company is an outsourced asset management service ss specific to material handling assets, i.e., lift trucks. Total capitalization of impany is \$1,000,000. This is comprised of two parts; Trade Services ments in the amount of \$100,000, and a Series "A" Preferred stock offering for 000 (Regulation "D" rule 506).		
Funding Strategy / Activities			
To dat	e, Trade Services Agreements have been put in place for Legal Services (, and IT ().		
	leving the general stock offering portion of the capitalization, various strategies rently either being pursued or considered:		
1.	General "Word of Mouth" networking toward Accredited Investors currently known to the executive management members of Status – currently being pursued.		
2.	Entreaty to venture funding activity groups such as The Fund, which has a newly formed chapter in Boise Idaho. The Fund essentially functions as a conduit to provide Fund members (who meet membership requirements as to investment threshold accreditation) access to companies that are seeking venture capital investment funding. The Fund does not endorse nor guarantee investment ventures that may be individually contemplated by its members. Status – currently being pursued.		
3.	General outreach communication to "others" that may have access to potential investors. Specifically, databases have been created for Independent Licensed Financial Advisors in the states of Idaho, Utah, and Washington state. The working hypothesis for this third strategy forms the crux of this document for consideration by the Idaho Department of Finance. The detailed specifics follow in the next section. Status – currently being contemplated pending review by the Idaho Department of Finance.		
Outreach I	Funding Strategy toward Independent Financial Advisors		
condui Financ	dependent Financial Advisors would strictly function as an introductory t between the funding activities of and those potential investors whom the ial Advisor has a relationship with. The Financial Advisor would not act as a gent for		
Sheet a Adviso whether base.	course of general discussion between the Financial Advisor and the Term and all other relevant documentation would be made known to the Financial or. Upon review and reflection by the Financial Advisor, they would then deem or investment in might be of interest to individuals within their network While it is presumed that the Financial Advisor would screen their network or meeting the general qualifications for investing (having previously reviewed		

RE: Capitalization Initiative –
N.E. Capitanization initiative
Again, I appreciate your time and attention and look forward to receiving your formal review. Sincerely,
President / CEO